

CHILDRENS PLACE RETAIL STORES INC  
Form PRER14A  
June 03, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**THE CHILDREN'S PLACE RETAIL STORES, INC.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**THE CHILDREN'S PLACE RETAIL STORES, INC.  
915 Secaucus Road  
Secaucus, New Jersey 07094**

June [     ], 2009

Dear Stockholder:

On behalf of the Board of Directors of The Children's Place Retail Stores, Inc., it is my pleasure to invite you to attend the 2009 Annual Meeting of Stockholders of The Children's Place Retail Stores, Inc.

The business to be transacted at the meeting is set forth in the accompanying Notice of Annual Meeting of Stockholders and is more fully described in the accompanying Proxy Statement.

It is important that your shares be represented at the meeting, regardless of how many you hold. Whether or not you can be present in person, please submit a **WHITE** proxy card to vote your shares in accordance with the instructions that we provide to you and as set forth in the accompanying Proxy Statement. If you do attend the meeting and wish to vote in person, your proxy may be revoked at your request.

We appreciate your support and look forward to seeing you at the meeting.

Sincerely yours,

Sally Frame Kasaks  
Acting Chair of the Board

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**THE CHILDREN'S PLACE RETAIL STORES, INC.**

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**Notice of Annual Meeting of  
Stockholders  
to be held [       ] [       ], 2009**

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NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of The Children's Place Retail Stores, Inc. (the "Company") will be held at [       ] located at [       ] of [       ], 2009, at [       ], New York time, for the purpose of considering and acting on the following matters:

1. To elect three Class III directors to serve for a three-year term, each until his or her successor is duly elected and qualified.
2. To ratify the appointment of BDO Seidman, LLP as the Company's independent registered public accounting firm for the fiscal year ending January 30, 2010.
3. If properly presented at the annual meeting, to vote upon a stockholder proposal.
4. To transact such other business as may properly come before the meeting, or any adjournment thereof.

These items of business, including the Board's nominees for directors, are more fully described in the proxy statement accompanying this Notice.

The Board of Directors has fixed the close of business on [       ], 2009 as the record date for determining the stockholders entitled to notice of and to vote at the annual meeting and any adjournment or postponement thereof.

**IMPORTANT:** All stockholders are cordially invited to attend the annual meeting in person. However, whether or not you plan to attend the annual meeting in person, you are urged to mark, date, sign and return the enclosed **WHITE** proxy card as promptly as possible in the postage-prepaid envelope provided, or vote electronically through the Internet or by telephone, to ensure your representation and the presence of a quorum at the annual meeting. If you submit your proxy and then decide to attend the annual meeting to vote your shares in person, you may still do so. Your proxy is revocable in accordance with the procedures set forth in the proxy statement. Only the Company's stockholders of record at the close of business on [       ], 2009 shall be entitled to notice of, to attend and to vote at, the annual meeting.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on [       ], 2009:** This proxy statement, the accompanying form of proxy card and the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2009 (the "Annual Report") are available at <http://www.amstock.com/ProxyServices/Viewmaterials.asp?CoNumber=01189>. Under new rules issued by the Securities and Exchange Commission, we are providing access to our proxy materials both by sending you this full set of proxy materials and by notifying you of the availability of our proxy materials on the Internet.

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Please note that Ezra Dabah has provided notice that he intends to nominate his own slate of three nominees for election as directors at the annual meeting and solicit proxies for use at the annual meeting to vote in favor of his own slate in opposition to all of the nominees named in Proposal No. 1. We do not believe that the election of Mr. Dabah's nominees to our Board of Directors is in the best interests of our stockholders. You may receive proxy solicitation materials from Mr. Dabah or other persons or entities affiliated with him, including an opposition proxy statement and proxy card. **OUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF ALL OF THE BOARD'S NOMINEES ON THE ENCLOSED WHITE PROXY CARD. WE URGE YOU NOT TO SIGN OR RETURN ANY PROXY CARD SENT TO YOU BY MR. DABAH.** Even if you have previously signed a proxy card sent by Mr. Dabah, you have the right to change your vote by using the enclosed **WHITE** proxy card to vote by telephone, by Internet or by signing, dating and returning the enclosed **WHITE** proxy card in the postage-paid envelope provided. Only the latest dated proxy you submit will be counted. We urge you to disregard any proxy card sent to you by Mr. Dabah or any person other than The Children's Place Retail Stores, Inc.

If you have any questions or require any assistance with voting your shares, please contact:

**MACKENZIE PARTNERS, INC.**

105 Madison Avenue  
New York, New York 10016  
(212) 929-5500 (Call Collect)

or

**Call Toll-Free (800) 322-2885**

Email: [childrensplace@mackenziepartners.com](mailto:childrensplace@mackenziepartners.com)

By order of the Board of Directors,

[     ]  
[     ]

Secaucus, New Jersey  
June [     ], 2009

**IMPORTANT: Whether or not you expect to attend the annual meeting in person, we urge you to submit a WHITE proxy card to vote your shares in accordance with the instructions that we provide to you and as set forth in this proxy statement. This will help ensure the presence of a quorum at the annual meeting. Promptly voting your shares will save us the expense and extra work of additional solicitation. As described in this proxy statement, submitting your WHITE proxy card now will not prevent you from voting your shares at the annual meeting if you desire to do so, as your proxy is revocable at your option.**

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**THE CHILDREN'S PLACE RETAIL STORES, INC.  
915 Secaucus Road  
Secaucus, New Jersey 07094**

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**PROXY STATEMENT**

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**ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD [        ], 2009**

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**ABOUT THE MEETING**

This proxy statement is furnished in connection with the solicitation by the Board of Directors of The Children's Place Retail Stores, Inc. (the "Company", "our", "we", or "us"), of proxies for use in voting at the 2009 annual meeting of stockholders (the "annual meeting" or the "meeting"), to be held at [        ] located at [        ] of [        ], 2009, at [        ], New York time, and any adjournment or postponement thereof. On or about [        ], 2009, this proxy statement, the enclosed **WHITE** proxy card and Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 are being sent to stockholders entitled to vote at the annual meeting.

The Company has received notice from Ezra Dabah of his intention to nominate three nominees (collectively, the "Dabah Nominees") for election to the Company's Board of Directors (the "Board") at the annual meeting and to present a bylaw restoration proposal.

**The Dabah Nominees are NOT endorsed by our Board. We urge stockholders NOT to vote any proxy card that you may receive from Mr. Dabah. Our Board urges you to vote FOR ALL of our nominees for director: Malcolm Elvey, Sally Frame Kasaks and Norman Matthews.**

**We are not responsible for the accuracy of any information provided by or relating to Mr. Dabah or his nominees contained in any proxy solicitation materials filed or disseminated by, or on behalf of, Mr. Dabah or any other statements that Mr. Dabah may otherwise make or that may be made on his behalf. Mr. Dabah chooses which stockholders receive his proxy solicitation materials.**

**When and where will the annual meeting take place?**

The annual meeting will be held on [        ] [        ] 2009, at [        ], New York time, at [        ].

**Who is soliciting my vote?**

This proxy statement and the **WHITE** proxy card are provided in connection with the solicitation of proxies by our Board for the annual meeting. Proxy materials, including this proxy statement and the **WHITE** proxy card, were filed with the Securities and Exchange Commission on June [        ], 2009, and we expect to first make this proxy statement available to stockholders on or around Jun~~e~~ [        ], 2009.



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**What am I being asked to vote on?**

You are being asked to vote on the following matters:

the election of three Class III directors to serve for a three-year term, each until his or her successor is duly elected and qualified;

the ratification of the appointment of BDO Seidman, LLP as our independent registered public accounting firm for the fiscal year ending January 30, 2010; and

if properly presented at the annual meeting, a stockholder proposal as described in this proxy statement.

With respect to the election of directors, the Board has nominated one individual for each position on the Board to be filled at the annual meeting. The Board is also presenting the ratification and appointment of our independent registered public accounting firm. The stockholder proposal, if properly presented, will be presented by or on behalf of Mr. Dabah.

**May I access the proxy materials for the annual meeting on the Internet?**

Under new rules issued by the Securities and Exchange Commission, we are providing access to our proxy materials both by sending you this full set of proxy materials, including the **WHITE** proxy card, and by notifying you of the availability of our proxy materials on the Internet. This proxy statement, the accompanying form of **WHITE** proxy card and the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2009 are available at <http://www.amstock.com/ProxyServices/Viewmaterials.asp?CoNumber=01189>.

**What is the record date for the annual meeting?**

[ ], 2009 at [ ], *New York time*, is the record date for determining those stockholders who are entitled to vote at the annual meeting and at any adjournment or postponement of the meeting.

**How many directors can I vote for?**

Our Board consists of nine directors divided into three classes. Three Class III directors will be elected to serve for a three-year term, each until his or her successor is duly elected and qualified. Stockholders can vote for up to three nominees for directors for each share of our common stock, \$0.10 par value per share ("Common Stock"), owned on the record date.

**How many votes do I have?**

Stockholders have one vote for each share of Common Stock owned on the record date.

**How many votes may be cast by all stockholders?**

A total of [29,559,643] votes may be cast, consisting of one vote for each of the [29,559,643] shares of our Common Stock outstanding on the record date, [ ], 2009.

**How many votes must be present to hold the annual meeting?**

The presence in person or by proxy of the holders of a majority of the outstanding shares of our Common Stock entitled to vote at the annual meeting shall constitute a quorum for the transaction of business at the annual meeting. Abstentions and broker "non-votes" are counted as present and entitled to vote for purposes of determining the presence or absence of a quorum. A broker "non-vote" occurs when a broker or nominee holding shares for a beneficial owner does not vote on a particular

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proposal because the broker or nominee does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. Broker "non-votes" will not have any effect on any of the proposals. Abstentions will not affect the outcome of the vote on the election of directors, but will have the same practical effect as a negative vote on the proposal ratifying the appointment of BDO Seidman, LLP and, if properly presented, the stockholder proposal.

In order for us to determine that enough votes will be present to hold the annual meeting, we urge you to vote by submitting the **WHITE** proxy card even if you plan to attend the meeting.

**How many votes will be required to approve each of the proposals?**

Pursuant to our certificate of incorporation, directors shall be elected by a majority of votes cast by the shares present at a meeting of stockholders and entitled to vote on the election of directors at such meeting, a quorum being present at such meeting, unless the election is contested, in which case directors shall be elected by a plurality of votes cast by the shares present and entitled to vote at such meeting. A "contested election" means an election at which the number of nominees for election as director is greater than the number of directors to be elected. For such purpose, the number of nominees shall be determined as of the last date on which a stockholder in accordance with our bylaws may nominate a person for election as a director in order for such nomination to be required to be presented for a vote of the stockholders.

The Board has nominated an individual for election to each position on the Board to be filled at the annual meeting, each of whom is an incumbent director. Mr. Dabah has provided notice that he also intends to nominate an individual for election to each position on the Board to be filled at the annual meeting. **Because the number of nominees timely nominated for election at the annual meeting exceeds the number of directors to be elected at the meeting, the election of directors at the annual meeting is a contested election.** As a result, directors will be elected by a plurality of the votes cast at the annual meeting, meaning that the three nominees receiving the most votes will be elected. Only votes cast "FOR" a nominee will be counted. Unless indicated otherwise by your **WHITE** proxy card, your shares will be voted "FOR" each of the three nominees named in Proposal No. 1 in this proxy statement. Instructions on the accompanying **WHITE** proxy card to withhold authority to vote for one or more of the nominees will result in those nominees receiving fewer votes but will not count as a vote "AGAINST" the nominees. Abstentions and broker non-votes will also result in those nominees receiving fewer votes, but will not count as a vote "AGAINST" the nominees.

The affirmative vote of the holders of a majority of the votes cast at the annual meeting is required to ratify the appointment of BDO Seidman, LLP as our independent registered public accounting firm for the fiscal year ending January 30, 2010.

If properly presented, the affirmative vote of the holders of a majority of the votes cast at the annual meeting will be required to approve the stockholder proposal.

**What are the Board's recommendations?**

Unless you give other instructions on your **WHITE** proxy card, the persons named as proxy holders on the **WHITE** proxy card will vote in accordance with the recommendations of our Board. Our Board's recommendation with respect to each matter to be voted on is set forth, together with a description of the matter, in this proxy statement. In summary, our Board recommends a vote

**FOR** the election of the three nominees of the Board named under the caption "Proposal No. 1 Election of Directors" to serve as Class III directors;

**FOR** the ratification of the appointment of BDO Seidman LLP as our independent registered public accounting firm for the fiscal year ending January 30, 2010; and

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if properly presented, **AGAINST** the stockholder proposal as described in this proxy statement.

It is not currently expected that any matter other than those identified above will be voted upon at the annual meeting (other than procedural matters with respect to the conduct of the meeting that may properly arise). With respect to any other matter that properly comes before the meeting, the proxy holders will vote as may be recommended by our Board or, if no recommendation is given, in their own discretion.

**What should I do if I receive a proxy card from Mr. Dabah?**

Mr. Dabah has provided notice that he intends to nominate his own slate of three nominees for election as directors at the annual meeting and solicit proxies for use at the annual meeting in favor of his own slate in opposition to all of the nominees named in Proposal No. 1. You may receive proxy solicitation materials from Mr. Dabah, including an opposition proxy statement and proxy card. **OUR BOARD OF DIRECTORS URGES YOU NOT TO SIGN OR RETURN ANY PROXY CARD SENT TO YOU BY MR. DABAH.** Even if you have previously signed a proxy card sent by Mr. Dabah, you have the right to change your vote by following the instructions on the **WHITE** proxy card to vote by telephone or by Internet or by signing, dating and mailing the enclosed **WHITE** proxy card in the postage-paid envelope provided. Only the latest dated proxy you submit will be counted. We urge you to disregard any proxy card sent to you by Mr. Dabah or any person other than The Children's Place Retail Stores, Inc.

**How do I vote?**

You may vote by attending the annual meeting and voting in person or you may vote by submitting a proxy. The method of voting by proxy differs for shares held as a record holder and shares held in "street name," which means your shares are held of record by a broker, bank or nominee.

If you hold your shares of Common Stock as a record holder, you may vote your shares by completing, dating and signing the **WHITE** proxy card that was included with the proxy statement and promptly returning it in the preaddressed, postage paid envelope provided to you, or by submitting a proxy over the Internet or by telephone by following the instructions on the **WHITE** proxy card. As the stockholder of record, you have the right to vote in person at the meeting. If you choose to do so, you can bring the enclosed **WHITE** proxy card or vote using the ballot provided at the meeting.

If you vote by proxy, your shares will be voted at the annual meeting in the manner specified by you. If you sign, date and return your **WHITE** proxy card, but do not specify how you want your shares voted, they will be voted by the proxy holder as recommended by the Board.

If you hold your shares of Common Stock in street name, you are a "beneficial holder," and you will receive a notice from your broker, bank or other nominee that includes instructions on how to vote your shares. Your broker, bank or nominee will allow you to deliver your voting instructions over the Internet and may also permit you to vote by telephone. In addition, you may request paper copies of the proxy statement and **WHITE** proxy card from your broker by following the instructions on the notice provided by your broker. Because a beneficial holder is not the stockholder of record, you may not vote these shares in person at the meeting unless you obtain a "legal proxy" from the broker, bank or other nominee that holds your shares, giving you the right to vote the shares at the meeting.

**Even if you plan to attend the annual meeting, we recommend that you vote your shares in advance as described in this proxy statement so that your vote will be counted if you later decide not to attend the annual meeting.**

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**What does it mean if I receive more than one proxy or voting instruction form?**

If your shares are registered in more than one name or in more than one account, you will receive more than one **WHITE** proxy card or **WHITE** voting instruction form. Please complete and return all of the **WHITE** proxy cards and **WHITE** voting instruction forms you receive (or vote by telephone or the Internet all of the shares on all of the **WHITE** proxy cards or **WHITE** voting instruction forms received) to ensure that all of your shares are voted.

As previously noted, Mr. Dabah has provided notice that he intends to nominate his own slate of three nominees for election as directors at the annual meeting and solicit proxies for use at the annual meeting to vote in favor of his own slate in opposition to all of the Board's nominees named in Proposal No 1. As a result, you may receive proxy cards from both Mr. Dabah and the Company. To ensure stockholders have the Company's latest proxy information and materials to vote, the Board expects to conduct multiple mailings prior to the date of the annual meeting, each of which will include a **WHITE** proxy card regardless of whether or not you have previously voted. Only the latest dated proxy you submit will be counted.

**OUR BOARD OF DIRECTORS URGES YOU NOT TO SIGN OR RETURN ANY PROXY CARD SENT TO YOU BY MR. DABAH.** Even if you have previously signed a proxy card sent by Mr. Dabah, you have the right to change your vote by following the instructions on the **WHITE** proxy card to vote by telephone or by Internet or by signing, dating and mailing the enclosed **WHITE** proxy card in the postage-paid envelope provided. Only the latest dated proxy you submit will be counted. We urge you to disregard any proxy card sent to you by Mr. Dabah or any person other than The Children's Place Retail Stores, Inc.

**May I revoke my vote?**

If you are a stockholder of record, you may revoke your proxy at any time before your proxy is voted at the annual meeting by taking any of the following actions:

delivering to our Assistant Secretary a signed written notice of revocation, bearing a date later than the date of the proxy, stating that the proxy is revoked;

signing and delivering a new paper proxy, relating to the same shares and bearing a later date than the original proxy;

submitting another proxy by telephone or over the Internet (your most recent telephone or Internet voting instructions will be followed); or

attending the annual meeting and voting in person, although attendance at the annual meeting will not, by itself, revoke a proxy.

Written notices of revocation and other communications with respect to the revocation of the Company's proxies should be addressed to:

The Children's Place Retail Stores, Inc.  
915 Secaucus Road  
Secaucus, New Jersey 07094  
Attn: Assistant Secretary

If your shares are held in "street name," you may change your vote by submitting new voting instructions to your broker, bank or other nominee. You must contact your broker, bank or other nominee to find out how to do so. The following section describes how to vote in person if your shares are held in street name.

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**May I vote in person?**

Yes. If you plan to attend the annual meeting and wish to vote in person, you will be given a ballot at the annual meeting. Please note, however, that if your shares are held in street name, you must bring to the annual meeting a legal proxy from the record holder of the shares, which is the broker or other nominee, authorizing you to vote at the annual meeting.

**What if I abstain from voting?**

For the election of a nominee as a Class III director, you may vote for the nominee named on the **WHITE** proxy card, or you may indicate on the **WHITE** proxy card that you are voting against the election of the nominee or abstaining with respect to the election of the nominee. Abstentions will have no effect in determining the results in the election of directors.

For the ratification of the appointment of BDO Seidman, LLP as our independent registered public accounting firm for the fiscal year ending January 30, 2010, you may vote for or against, or abstain from voting on, such proposal. An abstention on such proposal will be treated as a vote cast on the proposal and will have the same effect as a vote against such proposal.

For the approval of the stockholder proposal, if properly presented, you may vote for or against, or abstain from voting on, such proposal. An abstention on such proposal will be treated as a vote cast on the proposal and will have the same effect as a vote against such proposal.

**What effect do broker non-votes have on the proposals?**

A broker is entitled to vote shares held for a beneficial owners on routine matters, such as the ratification of the appointment of BDO Seidman, LLP as the Company's independent registered public accounting firm, without instructions from the beneficial owner of those shares. On the other hand, a broker may not be entitled to vote shares held for a beneficial owner on certain non-routine items, such as contested director elections and stockholder proposals, absent instructions from the beneficial owners of such shares. Thus, if you do not give your broker specific instructions, your shares may be treated as "broker non-votes" and may not be voted on these matters and, in such event, your shares will not be counted in determining the number of shares necessary for approval, although they will count for purposes of determining whether a quorum exists.

We urge you to provide instructions to your broker so that your votes may be counted on these matters. You should vote your shares by following the instructions provided on the **WHITE** voting instruction card and returning your **WHITE** voting instruction card to your broker to ensure that your shares are voted on your behalf.

**What happens if I do not return a signed proxy card?**

If you hold your shares of Common Stock as a record holder, you may vote your shares by completing, dating and signing the **WHITE** proxy card that was included with the proxy statement and promptly returning it in the preaddressed, postage paid envelope provided to you, or by submitting a proxy over the Internet or by telephone by following the instructions on the **WHITE** proxy card. If you choose to vote your shares by returning the **WHITE** proxy card included with the proxy statement and you do not sign the **WHITE** proxy card, the shares held in your name will not be voted (unless you attend and vote the shares at the annual meeting).

If you hold your shares through a broker and you do not provide your broker with specific instructions with respect to the proposal to ratify the appointment of our independent registered public accounting firm for the fiscal year ending January 30, 2010, your shares may be voted with respect to such proposal

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at your broker's discretion. On the other hand, a broker may not be entitled to vote shares held for a beneficial owner on certain non-routine items, such as contested director elections and stockholder proposals, absent instructions from the beneficial owners of such shares.

If you beneficially own shares that are held by someone other than a broker, you should inquire of that person as to its practices regarding voting such shares without your instructions. Generally, most such persons follow the same practice as brokers.

**What if I do not indicate my vote for one or more of the matters on my WHITE proxy card?**

If you return a signed **WHITE** proxy card without indicating your vote on a matter submitted at the annual meeting, your shares will be voted on that particular matter as follows:

**FOR** the election of the three nominees of the Board named under the caption "Proposal No. 1 Election of Directors" to serve as Class III directors;

**FOR** the ratification of the appointment of BDO Seidman, LLP as our independent registered public accounting firm for the fiscal year ending January 30, 2010; and

if properly presented, **AGAINST** the stockholder proposal as described in this proxy statement.

**Will I have any rights of appraisal or similar dissenter's rights with respect to any matter to be acted upon at the annual meeting?**

No. Holders of our Common Stock will not have any rights of appraisal or similar dissenter's rights with respect to any matter to be acted upon at the annual meeting.

**Will my vote be confidential?**

Yes. It is our policy that your vote will not be disclosed to our Board or any of our employees, except for a very limited number of employees who are involved in coordinating the vote tabulation process and solely for such purpose. An independent inspector reviews the vote tabulation process. However, our confidentiality policy does not apply to certain matters, such as contested elections of directors or certain contested proposals or the resolution of disputes as to how shares were voted.

**How can I attend the annual meeting?**

Only stockholders as of the record date, [            ], 2009 at [            ], New York time, may attend the annual meeting.

To attend the meeting, you must bring with you:

photo identification; and

proof of ownership of your shares as of the record date, such as a letter or account statement from your bank or broker.

The use of cameras, recording devices and other electronic devices at the annual meeting is prohibited, and such devices will not be allowed in the meeting or any other related areas, except by credentialed media. We realize that many cellular phones have built-in digital cameras, and while you may bring these phones into the venue, you may not use the camera function at any time.

**What happens if the annual meeting is postponed or adjourned?**

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Your proxy will remain valid and may be voted when the postponed or adjourned meeting is held. You may change or revoke your proxy until it is voted.

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**Could other matters be decided at the annual meeting?**

Our bylaws require a stockholder to provide prior notification of intent to present a matter for a vote at the annual meeting and such notification must have been delivered to us by May 12, 2009. Other than Mr. Dabah's notice, no such notice was received and, accordingly, we do not expect any other matter to be voted on at the meeting (other than any procedural matter incidental to the meeting that may arise). If, however, any other matter is presented for a vote at the annual meeting and you grant a proxy on the **WHITE** proxy card, the persons named as proxyholders, will have the discretion to vote your shares on such additional matters.

**Who will pay the expenses incurred in connection with the solicitation of my vote?**

We pay the cost of preparing this proxy statement and the related **WHITE** proxy card and notice of meeting, as well as any other materials that may be distributed on behalf of our Board, and any cost of soliciting your vote on behalf of the Board. We also pay all annual meeting expenses.

We may use the services of our directors, officers, employees and others to solicit proxies, personally or by mail, telephone, facsimile or the Internet. Appendix I to this proxy statement sets forth information about the directors and other individuals who, under rules promulgated by the Securities and Exchange Commission, are "participants" in our solicitation of proxies in connection with the annual meeting. We also make arrangements with brokers, banks and other custodians, nominees, fiduciaries and stockholders of record to forward solicitation material to the beneficial owners of stock held of record by such persons. We may reimburse such individuals or firms for reasonable out-of-pocket expenses incurred by them in soliciting proxies, but we will not pay any compensation for their services.

In addition, we have retained MacKenzie Partners, Inc., a proxy solicitation firm, to assist us in soliciting proxies and distributing proxy materials. In connection with its retention, MacKenzie Partners, Inc. has agreed to provide consulting and analytic services and to assist in the solicitation of proxies, primarily from banks, brokers, institutional investors and individual shareholders. Approximately 65 employees of MacKenzie Partners, Inc. will be providing services to the Company and assisting us with the solicitation of proxies. We expect to pay MacKenzie Partners, Inc. approximately \$350,000 plus reasonable expenses for these services.

We estimate that our total expenditures related to the solicitation of proxies for the annual meeting will be approximately \$1,500,000 (including, without limitation, costs if any related to advertising, printing, fees of attorneys, financial advisors, solicitors, accountants, public relations, transportation and litigation). As of June 2, 2009, our total expenditures relating to these solicitations have been approximately \$300,000.

**Will your independent registered public accounting firm participate in the annual meeting?**

Yes. Our independent registered public accounting firm is BDO Seidman, LLP. A representative of BDO Seidman, LLP will be present at the meeting, will be available to answer appropriate questions you may have and will have the opportunity to make a statement.

**How can I obtain copies of your corporate governance documents?**

A copy of each of our Corporate Governance Guidelines, our Code of Business Conduct and the charters for each of the committees of our Board is posted on our website, [www.childrensplace.com](http://www.childrensplace.com), under the "Corporate Governance" tab in the section entitled "Investor Relations," or may be obtained by contacting our Assistant Secretary by e-mail at [corporatesecretary@childrensplace.com](mailto:corporatesecretary@childrensplace.com) or by mail at The Children's Place Retail Stores, Inc., 915 Secaucus Road, Secaucus, New Jersey 07094, Attention: Investor Relations. In addition, we intend to satisfy our disclosure requirements under Item 5.05 of Form 8-K, regarding any amendments to, or waiver of, a provision of our Code of Business Conduct that



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applies to our principal executive officers, principal financial officer, chief financial officer or controller or our directors by posting such information on our website, [www.childrensplace.com](http://www.childrensplace.com), under the "Corporate Governance" tab under the section entitled "Investor Relations."

**How can I communicate with your board of directors?**

If you would like to communicate with our Board, a committee of our Board and/or an individual director(s) (including the non-employee directors as a group), you may send an e-mail to [childrensplaceboard@childrensplace.com](mailto:childrensplaceboard@childrensplace.com), or write to the following address:

Board of Directors  
c/o Assistant Secretary  
The Children's Place Retail Stores, Inc.  
915 Secaucus Road  
Secaucus, New Jersey 07094

You should specify in each communication the applicable addressee or addressees to be contacted, as well as the general topic of the communication. We will initially receive and process communications before forwarding them to the addressee. Our Assistant Secretary generally will not forward to the directors a stockholder communication that he determines to be primarily commercial in nature, that relates to an improper or irrelevant topic, that requests information about us that is generally available (which will instead be forwarded to our Investor Relations Department) or that is unrelated to the stockholder's ownership of our stock.

Concerns about accounting, internal controls over financial reporting or auditing matters or possible violations of our Code of Business Conduct should be reported pursuant to the procedures outlined in our Code of Business Conduct, which is available on our website, [www.childrensplace.com](http://www.childrensplace.com), under the "Corporate Governance" tab in the section entitled "Investor Relations."

**How may I obtain assistance in voting, completing my WHITE proxy card or with other questions?**

If you need assistance in voting by telephone or over the Internet or completing your **WHITE** proxy card or have questions regarding the annual meeting, please contact:

**MACKENZIE PARTNERS, INC.**  
105 Madison Avenue  
New York, New York 10016  
(212) 929-5500 (Call Collect)  
or  
**Call Toll-Free (800) 322-2885**  
Email: [childrensplace@mackenziepartners.com](mailto:childrensplace@mackenziepartners.com)

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on [        ], 2009:**

This proxy statement, the accompanying form of proxy card and the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2009 are available at <http://www.amstock.com/ProxyServices/Viewmaterials.asp?CoNumber=01189>. Under new rules issued by the Securities and Exchange Commission, we are providing access to our proxy materials both by sending you this full set of proxy materials and by notifying you of the availability of our proxy materials on the Internet.

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Our certificate of incorporation and our bylaws provide for a "classified" board of directors comprised of three classes, designated Classes I, II and III, whose members serve staggered three-year terms, so that one-third of our directors are elected each year. Class I directors and Class II directors were last elected at our annual meeting of stockholders held in 2008 and Class III directors were last elected at our annual meeting of stockholders held in 2006. Class III directors are to be elected at this year's annual meeting and will serve for a three-year term, extending until the third succeeding annual meeting, and in each case until their successors are duly elected and qualified. Unless marked otherwise, **WHITE** proxy cards received will be voted "FOR" the election of the three nominees named below.

**Nominees For Election at the Annual Meeting**

The following table sets forth certain information with respect to the nominees of the Board for election as Class III directors at the annual meeting, including their memberships on the Board's standing committees. See "Information Regarding the Board and its Committees" below.

	=					
	Chair	=	Member			
NAME		CLASS OF DIRECTOR	DIRECTOR SINCE	AUDIT COMMITTEE	COMPENSATION COMMITTEE	CORPORATE GOVERNANCE COMMITTEE
Malcolm Elvey, age 67		III	2002			
<p>Mr. Elvey has served as a director of our company since December 2002. Mr. Elvey is currently Managing Partner of Collaborative Capital, a venture capital fund focused on early-stage technology companies, which he founded in 1999. From January 2004 to March 2006, Mr. Elvey served as the Chief Executive Officer of LimoRes.net, a ground transportation company he helped found in New York. Mr. Elvey has also founded other companies, most notably, Esquire Communications, Ltd., a court reporting and legal services company, and Metro Cash &amp; Carry, a publicly-traded South African warehouse club.</p>						

Prior to founding Esquire Communications, Mr. Elvey served for two years as a board member and as head of several divisions of ADT Ltd., a nationally recognized electronic security services provider. During his career, Mr. Elvey has served on the boards of public companies in the United States, Italy, the United Kingdom and South Africa, most notably, Pritchard Services and The Hawley Group, both United Kingdom-based companies. Mr. Elvey also coaches and runs workshops for public, private and not-for-profit organizations. He has been a member of the Young President's Organization/World President's Organization (YPO/WPO) since 1973 and has been an adjudicator of business plans at the Columbia Business School since 1999. Mr. Elvey has an MBA from the University of Cape Town, South Africa and is a chartered accountant.

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<b>NAME</b>	<b>CLASS OF DIRECTOR</b>	<b>DIRECTOR SINCE</b>	<b>AUDIT COMMITTEE</b>	<b>COMPENSATION COMMITTEE</b>	<b>CORPORATE GOVERNANCE COMMITTEE</b>
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Sally Frame Kasaks, age 64	III	2000			
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Ms. Kasaks has served as a director of our company since 2000, as lead director since August 2005 and as acting Chair since January 2007.

Ms. Kasaks is Chair and Chief Executive Officer of Pacific Sunwear of California, Inc., a position she assumed in May 2007, after having served as interim Chief

Executive Officer of the company since October 2006. From 1997 to May 2007, Ms. Kasaks served as a retail and marketing business consultant to a number of retailers through ISTA

Incorporated. From 1983 to 1985 and again from 1992 to 1996, Ms. Kasaks served as the Chief Executive Officer of Ann Tay